

WALLER LANSDEN DORTCH & DAVIS

A PROFESSIONAL LIMITED LIABILITY COMPANY

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REC'D TN
REGULATORY AUTH.

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WALLER LANSDEN DORTCH & DAVIS
A PROFESSIONAL LIMITED LIABILITY COMPANY
809 SOUTH MAIN STREET
POST OFFICE BOX 1035
COLUMBIA, TENNESSEE 38402-1035
(931) 388-6031

March 5, 2002

VIA HAND DELIVERY

David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

**Re: Docket No. 02-00079: Emergency Joint Application of Winstar Wireless, Inc.
and Winstar Communications, LLC for Approval of the Assignment of
Assets and Authorization to Provide Telecommunications Services**

Dear Mr. Waddell:

On behalf of Winstar Wireless, Inc. ("Old Winstar") enclosed please find a letter¹ from Kimberley Bradley, Senior Director of Regulatory Affairs of Old Winstar providing information regarding Winstar's capital investments in Tennessee and Attachments 1 and 2, which are Old Winstar's most recent *Ad Valorem* Report and Wireline Activity Report², respectively. This information is being filed in response to the request of Rosey Gregory of the Authority for the purpose of demonstrating that Old Winstar is exempt from the \$20,000 surety bond requirement of § 65-4-125(j) of the Tennessee Code. As part of the transfer described in the Application filed on January 18, 2002, Winstar Communications, LLC ("New Winstar") will own this equipment going forward.

I have also enclosed an updated copy of Winstar's Certificate of Authority to transact business in the State of Tennessee, which shows that it was filed with the Tennessee Secretary of State and became effective on January 17, 2002. This Certificate of Authority amends Exhibit C to the Application in this docket.

¹ The attached letter is a faxed copy, the original will be filed tomorrow when it arrives by overnight courier.

² The Wireline Activity Report contains confidential information and is therefore filed under seal. We respectfully request that the TRA treat this information as confidential.

P 3/6/02

WALLER LANSDEN DORTCH & DAVIS

A PROFESSIONAL LIMITED LIABILITY COMPANY

An original and thirteen (13) copies of this filing are enclosed. Should you have any questions please do not hesitate to contact us.

Respectfully submitted,

A handwritten signature in cursive script that reads "D. Billye Sanders". The signature is written in black ink and is positioned above the printed name.

D. Billye Sanders

Attachments

cc: Carl Billek
Kimberley A. Bradley
Jean L. Kiddoo
Brett P. Ferenchak



1850 M Street, N.W.
Suite 300
Washington, D.C. 20036

March 5, 2002

VIA HAND DELIVERY

David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

Re: Docket No. 02-00079: Emergency Joint Application of Winstar Wireless, Inc. and Winstar Communications, LLC for Approval of the Assignment of Assets and Authorization to Provide Telecommunications Services

Dear Mr. Waddell:

The following information regarding the capital investments of Winstar Wireless, Inc. ("Old Winstar") in Tennessee is provided in response to the request of Rosey Gregory of the Authority. This information demonstrates that Old Winstar is exempt from the \$20,000 surety bond requirement of Section 65-4-125(j) of the Tennessee Code. As part of the transfer described in the Application filed on January 18, 2002, Winstar Communications, LLC ("New Winstar") will own this equipment going forward.

As of April 17, 2001, Old Winstar had invested nearly \$22.4 million in its telecommunications network in Tennessee. The total investment included the installation of two service nodes, a hub, other transmission equipment, and leasehold improvements, as well as the associated expenses involved in site development and preparing to "light" the network. The January 1, 2001, *Ad Valorem* Report, which indicates that Old Winstar had \$1,461,356 in tangible personal property in Tennessee, was prepared before Old Winstar owned a switch in Nashville and installed related transmission equipment in Nashville and Memphis. The report therefore does not include a portion of the \$22.4 investment attributable to equipment and other capital investments which, in Old Winstar's experience, can be allocated approximately 40 percent to equipment and other tangible property and approximately 60 percent to associated development and installation costs. The Wireline Activity Report provides an estimate of Old Winstar's investment in Tennessee that reflects nearly 42 percent of the \$22.4 million total investment, and is significantly in excess of \$5 million. Based on Old Winstar's facilities investment in Tennessee, Old Winstar submits that it is qualified for the exemption of the surety bond requirement in § 65-4-125(j).



David Waddell, Executive Secretary

March 5, 2002

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Should you have any questions please do not hesitate to contact me at 202-367-7654.

Respectfully submitted,

Kimberley A. Bradley
Senior Director of Regulatory Affairs
Winstar Wireless, Inc.

cc: Carl Billek
D. Billye Sanders
Jean L. Kiddoo
Brett P. Ferenchak

Revised Exhibit C

Authority to Transact Business of Winstar Communications, LLC

**Emergency Joint Application of Winstar Wireless, Inc. and Winstar
Communications, LLC for Approval of the Assignment of Assets and
Authorization to Provide Telecommunications Services**

Tennessee Regulatory Authority Docket No. 02-00079

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 01/17/02
REQUEST NUMBER: 4394-0362
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 01/17/02 0910
EFFECTIVE DATE/TIME: 01/17/02 0910
CONTROL NUMBER: 0420380

TO:
C'T CORPORATION SYSTEM
111 8TH AVE
13TH FLOOR
NEW YORK, NY 10011

RE:
WINSTAR COMMUNICATIONS, LLC
APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED LIMITED LIABILITY COMPANY CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED LIABILITY COMPANY AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE LIMITED LIABILITY COMPANY TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

ON DATE: 01/16/02

FROM:
C 'T CORPORATION SYSTEM (NY-ZIP-10011)
111 8TH AVE-13TH FL
NEW YORK, NY 10011-0000



RECEIVED: FEES \$300.00 \$0.00
TOTAL PAYMENT RECEIVED: \$300.00

RECEIPT NUMBER: 00002986072
ACCOUNT NUMBER: 00324151



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

<p style="text-align: center;">State of Tennessee</p> <p style="text-align: center;"></p> <p style="text-align: center;">Department of State Corporate Filings 312 Eighth Avenue North 6th Floor, William R. Snodgrass Tower Nashville, TN 37243</p> <p style="text-align: center;">FILED JAN 17 AM 9:18 RILEY DARNELL SECRETARY OF STATE</p>	<p style="text-align: center;">For Office Use Only</p> <p style="text-align: center;">RECEIVED STATE OF TENNESSEE 02 JAN 15 PM 12:04 RILEY DARNELL SECRETARY OF STATE</p>
<p>To the Secretary of State of the State of Tennessee:</p> <p>Pursuant to the provisions of § 48-246-301 of the Tennessee Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:</p>	
<p>1. The name of the Limited Liability Company is: <u>Winstar Communications, LLC</u></p> <p>If different, the name under which the certificate of authority is to be obtained is: _____</p>	
<p>NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48-207-101 of the Tennessee Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-207-101(d).</p>	
<p>2. The state or country under whose law it is formed is: <u>Delaware</u></p>	
<p>3. The date of its organization is: <u>12/31/2001</u> (must be month, day and year)</p>	
<p>4. The complete street address (including zip code) of its principal office is:</p> <p><u>1850 M Street NW, Suite 300, Washington, DC 20036</u></p> <p>Street City/State Zip Code</p>	
<p>5. The complete street address (including the county and the zip code) of its registered office in Tennessee:</p> <p><u>c/o C T Corporation System, 530 Gay Street, Knoxville, Tennessee, Knox County, 37902</u></p> <p>Street City/State County Zip Code</p> <p>The name of its registered agent at that office is: <u>C T Corporation System</u></p>	
<p>6. The number of members at the date of filing <u>none</u></p>	
<p>7. If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) <u>Upon qualification</u></p>	
<p>NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.</p>	
<p><u>1/11/02</u> Signature Date</p> <p>_____ Signer's Capacity</p> <p style="text-align: right;">Winstar Communications, LLC Name of Limited Liability Company</p> <p style="text-align: right;"> Signature Winstar Holdings, LLC, Manager By: Charles Garner, President and CEO</p> <p style="text-align: right;">_____ Name (typed or printed)</p>	

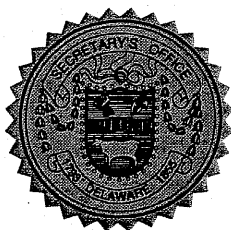
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WINSTAR COMMUNICATIONS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF JANUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



3475554 8300

020020920

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1554551

DATE: 01-11-02